

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,¹

)
) Chapter 11
)
) 01-01139 (KJC)
)
) Jointly Administered
)
) Related to Docket Nos. 32600, 32601, 32603,
) 32608, 32609, 32610, 32611, 32612, 32614 & 32617

**ORDER APPROVING STIPULATION: (I) EXTENDING THE RESPONSE DEADLINE
OF SGH ENTERPRISES, INC. REGARDING REORGANIZED DEBTORS' THIRTY
EIGHTH OMNIBUS OBJECTION TO CLAIM, AND (II) ABATING INTEREST, AND
(III) CONTINUING THE HEARING WITH RESPECT THERETO**

Upon consideration of the *Stipulation: (I) Extending The Response Deadline Of SGH Enterprises, Inc. Regarding Reorganized Debtors' Thirty Eighth Omnibus Objection To Claim, AND (II) Abating Interest, And (III) continuing the hearing With Respect Thereto* filed with the Court on August 26, 2015 [Docket No. 32617] (the "Stipulation") by and between the above captioned Reorganized Debtors (collectively, the "Reorganized Debtors") and SGH Enterprises, Inc. (f/k/a Samson Hydrocarbons, Inc.) ("SGH"), a copy of which is attached hereto as Exhibit 1, and the Certification of Counsel for SGH filed with the Court;

IT IS HERBY ORDERED THAT the Stipulation attached hereto as Exhibit 1, is approved.

Date: August ___, 2015

The Honorable Kevin J. Carey
United States Bankruptcy Judge

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn."). Grace Energy Corporation was a Reorganized Debtors whose case has been closed.

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,¹

Reorganized Debtors.

) Chapter 11

) Case No. 01-01139 (KJC)

) (Jointly Administered)

) Hearing Date: August 26, 2015 at 12:00 pm ET

) Objection Deadline: August 26, 2015 at 12:00 pm ET

) Related to Docket Nos. 32600, 32601, 32603, 32608,
) 32609, 32610, 32611, 32612, & 32614

**STIPULATION: (I) EXTENDING THE RESPONSE DEADLINE OF SGH
ENTERPRISES, INC. REGARDING REORGANIZED DEBTORS' THIRTY EIGHTH
OMNIBUS OBJECTION TO CLAIM, AND (II) ABATING INTEREST, AND (III)
CONTINUING THE HEARING WITH RESPECT THERETO**

The above-captioned Reorganized Debtors and SGH Enterprises, Inc. (f/k/a Samson Hydrocarbons, Inc.) ("SGH"), through their respective undersigned counsel, hereby agree and stipulate as follows with respect to the response deadline and initial hearing date thereon for the "*Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non- Substantive Objection)*" [Docket No. 32600] (the "Objection") and the "*Declaration of Richard C. Finke in Support of the Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non-Substantive Objection)*" [Docket No. 32601] (collectively with the Objection, the "Claim Objection") filed by Reorganized Debtors on August 18, 2015:

1. The deadline for SGH to file and serve a response, answer or objection to the Claim Objection is extended through and including October 19, 2015.
2. The initial scheduling hearing with respect to the Claim Objection set for September 23, 2015, shall be continued until a mutually agreeable date after October 19, 2015.

¹ The Reorganized Debtors are W. R. Grace & Co. and W. R. Grace & Co.-Conn.

3. SGH will forego interest accruing pursuant to the Plan on the Allowed amount (if any) of a Claim allowed to SGH (if any) in the above-captioned chapter 11 cases that would otherwise accrue between September 4, 2015, and the date that SGH actually files its response to the Claim Objection.²

Dated: August 26, 2015
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

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**CO- COUNSEL FOR SGH ENTERPRISES, INC.
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² Capitalized terms not defined in this stipulation shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (the "Plan").

/s/ James E. O'Neill

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